

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER DISALLOWING AND EXPUNGING
PROOF OF CLAIM NUMBER 14244
(FLOFORM LTD.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Floform Ltd. ("Floform") respectfully submit this Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Number 14244 (Floform Ltd.) (the "Joint Stipulation and Agreed Order") and agree and state as follows:

WHEREAS, on September 22, 2005, the Debtors made a wire transfer to Floform in error in the amount of £411,128.40 (the "Wire Transfer").

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 31, 2006, Floform filed proof of claim number 14244 against Delphi, which asserts a secured claim in the amount of £225,601.36 (the "Claim") stemming from the sale of goods and secured by an alleged right to setoff.

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 22, 2006, Floform filed its Response Of Floform, Ltd To Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification and

(II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5723) (the "Response").

WHEREAS, following the Petition Date, the Debtors have incurred certain postpetition liabilities owed to Floform.

WHEREAS, on February 13, 2007, Floform and the Debtors entered into a letter agreement (the "Letter Agreement") in which the Debtors agreed to apply £199,201.34 against the Wire Transfer in full and final resolution of the Claim and of Floform's postpetition claim against the Debtors. Floform agreed, pursuant to the Letter Agreement, to repay the Debtors the remaining £211,927.06 of the Wire Transfer within sixty days of execution of the Letter Agreement.

WHEREAS, Floform has repaid the Debtors the remaining £211,927.06 of the Wire Transfer.

WHEREAS, to resolve the Third Omnibus Claims Objection with respect to the Claim, the Debtors and Floform entered into this Joint Stipulation and Agreed Order.

WHEREAS, Delphi and Floform acknowledge and agree that the Claim shall be disallowed and expunged in its entirety.

THEREFORE, the Debtors and Floform stipulate and agree as follows:

1. Proof of claim number 14244 shall be disallowed and expunged in its entirety.

2. Floform shall withdraw its Response to the Third Omnibus Claims
Objection with prejudice.

So Ordered in New York, New York, this 7th day of September, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

/s/ Phillip Lawrence
Phillip Lawrence
Managing Director
Floform Ltd.
Henfaes Lane
Welshpool, Pwys SY21 7BJ England

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession